

BAINBRIDGE COMMUNITIES ACQUISITION, III LLC

**RZ 2012-MV-0007
PROFFERS**

**June 15, 2012
July 31, 2012
September 24, 2012
October 3, 2012
October 12, 2012
October 15, 2012
October 23, 2012
November 6, 2012
November 13, 2012
November 15, 2012
December 13, 2012**

Pursuant to Section 15.2-2303(a) of the Code of Virginia, 1950, as amended, the Applicant and the property owner, who is the Applicant through power of attorney, in this rezoning proffers that the development of the parcels under consideration and shown on the Fairfax County Tax Maps as Tax Map Reference – 109-1((1)) 5-9 and 13-16 (hereinafter referred to as the "Property") shall be in accordance with the following conditions if, and only if, said rezoning request for the PRM District is granted by the Board of Supervisors of Fairfax County, Virginia (the "Board"). In the event said application request is denied or the Board's approval is overturned by a court of competent jurisdiction, these proffers shall be null and void. The Applicant ("Applicant"), for itself, its successors and assigns, agrees that these proffers shall supersede any and all previously approved proffers and shall be binding on the future development of the Property unless modified, waived or rescinded in the future by the Board, in accordance with applicable County and State statutory procedures. The proffered conditions are:

PREAMBLE

1. Conceptual/ Final Development Plan. The Property shall be developed in substantial conformance with the Conceptual Development Plan ("CDP ") and Final Development Plan ("FDP ") entitled "Accotink Village" (CDP/FDP), prepared by Charles P. Johnson & Associates, Inc. dated March 27, 2012 and revised through October 3, 2012, consisting of Sheets 1 through 14.
2. Elements of CDP. Notwithstanding the fact that the CDP and FDP are presented on the same plan, the elements that are components of the CDP are limited to the perimeter points of access, the location of the buildings and amount and location of open space, uses, minimum and maximum number of dwelling units, the amount of non-residential uses, building heights, and setbacks from the peripheral lot lines and a modification to such elements shall require a subsequent CDPA or Proffered Condition Amendment. The Applicant reserves the right to request a Final Development Plan Amendment (FDPA) for elements other than Conceptual Development Plan (CDP) elements from the Planning Commission for all or a portion of the FDP in accordance with Section 16-402 of the Zoning Ordinance if such an amendment is in accordance with these Proffers as determined by the Zoning Administrator.
3. Minor Modifications. Minor modifications to the CDP/FDP may be permitted when necessitated by sound engineering or that may become necessary as part of final site design or engineering, pursuant to Section 16-403(4) of the Zoning

Ordinance. Minor modifications of building footprints may be permitted and the number of residential units (as defined herein) and corresponding adjustments made in required parking, Affordable Dwelling Units ("ADUs") may be made, so long as (a) the provided open space is not reduced; (b) the building height is not increased; (c) the setbacks to the peripheral lot lines are not diminished; (d) transitional screening and barriers as shown on the plan are not reduced; and, e) no increase in the total number of units or building size, and (f) the development otherwise is in substantial conformance with the CDP/FDP as determined by the Zoning Administrator.

GENERAL

4. Lot Yield and Uses. There shall be no more than 283 residential units within the building. The FAR shall not exceed 1.3 FAR for the site, overall. Secondary uses shall be permitted as provided in Sect. 6-403 of the Ordinance, with the exception of those listed below, provided adequate parking is demonstrated in accordance with the Ordinance. The areas on the CDP designated for secondary uses shall not be utilized as residential living units. Secondary uses may be phased to an ultimate maximum of 25,000 gross square feet with a minimum of 10,000 square feet of secondary uses to be developed concurrent with the residential units. Telecommunications may be permitted if flush mounted and approved as a feature shown or 2232. The following secondary uses which shall be prohibited:

- Service stations
- Service station/mini-mart

- Vehicle light service establishments
- Vehicle sale, rental and ancillary service establishments
- Commercial swimming pool, tennis courts or similar courts
- Hotel, Motel
- Church, chapel, temples or synagogues
- Light public utility
- Commercial off-street parking as a principal use
- Congregate living facilities
- Independent living facilities
- Theatres
- Transportation Facilities
- Vehicle Transportation service establishments
- Repair service establishments
- Billard Hall
- Skating facility
- Transportation facility

5. Architecture. The architectural design of the proposed building shall be in substantial conformance with the bulk, mass, proportion and type and quality of materials and elevations shown on the examples shown on pages 13 and 14 of the CDP/FDP (the "Conceptual Elevations"). The primary building material, exclusive of trim, gutters, downspouts, and windows, shall be limited to brick, stone, cementitious siding, shingles or other similar masonry materials. No EIFS shall be used. Bay windows, balconies, awnings, and other architectural details may be provided so long as such features do not extend more than eight

(8) feet beyond the building footprints shown on the CDP/FDP, and provided that the streetscape features are maintained. Minor modifications may be made with the final architectural designs provided such modifications are in substantial conformance with the CDP/FDP. Furthermore, the building shall incorporate a minimum of 35% (not including trim, gutter, windows, etc.) stone or brick materials with all water tables and first floor levels being clad in stone or brick. Horizontal cementitious siding (Hardie Plank), or (Hardie Board) with trim work, or architecturally equivalent shall be used for the remainder of the facades. In an effort to accentuate the first floor horizontal base of the building, the first floor of the building (not including trim, gutter, windows, balconies, etc.) will be clad in stone or brick.

6. Universal Design. The Applicant shall construct two percent (2%) of the total units with the following universal design elements:

- i. Front entrance doors that are a minimum of 36 inches wide
- ii. Clear knee space under the sink in the kitchen
- iii. Lever door handles instead of knobs
- iv. Light switches 44-48 inches high
- v. Thermostats a maximum of 48" high
- vi. Electrical outlets a minimum of 18" high
- vii. Step-less entry from the garage to the house and/or into the front door
- viii. A curb-less shower, or a shower with a curb of less than 4.5" high
- ix. A turning radius of five feet near the first floor bathroom commode
- x. Grab bars in the bathrooms that are ADA compliant
- xi. A first-floor bathroom console sink in lieu of a cabinet-style vanity

7. Freestanding Lighting. All freestanding lighting within the project shall be colonial or village style in appearance, as shown on the typical illustration on the CDP/FDP.
8. Garage Lighting. The top-floor parking garage light fixtures will be installed as full cut off fixture products which will be focused downward on the parking structure. These light fixtures will be limited in height so as to not extend higher than the surrounding residential building rooflines. Furthermore, these pole light fixtures will only be installed on the center of the structure (the wall that constitutes the division of the two divergent parking ramps, 60 feet from either side of the parking structure). In addition, alternative lighting fixtures such as wall-mounted wall pack fixtures will be used to supplement the lighting design (if necessary) for the satisfaction of International Building Code lighting standards for a parking structure of this design. A lighting design for the top floor of the parking garage will be submitted for approval along with the detailed project site plan.

TRANSPORTATION

9. Right-of-Way Dedication along Backlick Road. At the time of site plan approval, or upon demand by the Virginia Department of Transportation (VDOT) or Fairfax County, whichever occurs first, the Applicant shall dedicate, at no cost to Fairfax County and in fee simple, without encumbrances, to the Board, the right-of-way along the site frontage of Backlick Road and any associated ancillary easements, as

generally shown on the CDP/FDP. Advanced density credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT.

10. Private Road. The private streets shall be designed and constructed with materials and depth of pavement consistent with public street standards in accordance with the Public Facilities Manual (PFM), subject to the Department of Public Works and Environmental Services (DPWES) approval. The Applicant shall be responsible for maintenance of the private street.
11. Public Access Easement. At the time of record plat recordation, the Applicant shall cause to be recorded among the land records a public access easement running to the benefit of Fairfax County, in a form acceptable to the County Attorney, over the private street and over the interparcel access to the west, as generally shown on the CDP/FDP. It is noted that the point of interparcel access to the west may be changed/relocated with the redevelopment of the adjacent property to the west.
12. Transportation Demand Management (TDM). The following transportation management strategies shall be implemented prior to issuance of the first RUP or NON-RUP for the Property:
 - i. Designation of an individual(s) from the management company to act as the Transportation Coordinator(s) whose job description shall include, in part, implementation of the strategies below. The transportation strategies management position may be part of other duties assigned to the individual(s).

- ii. Dissemination of information by the management company regarding Metro rail, Metro bus, Fairfax Connector, ridesharing, and other relevant transit options in residential and commercial lease packages;
 - iii. Making transit maps, schedules and forms, ridesharing and other relevant transit option information available to tenants and employees in a common area; such as a central lobby, community room, or building management office;
 - iv. Provision of bike parking/storage facilities within the residential structure or parking structure. The racks and storage facilities shall collectively accommodate parking for no less than 40 bikes. Additionally, bike rack(s) for a minimum of 5 bikes shall be provided in proximity to the retail establishments for customer parking.
 - v. Maintenance of a safe sidewalk system designed to encourage/facilitate pedestrian circulation with connections between internal pathways and the future bus shelter location and the clearing of the sidewalk(s) of snow within 24 hours of the end of a storm event.
13. Garage. In order to discourage cut-through traffic in an east/west direction through the garage, the following measures shall be implemented:
- Signs will be posted at the eastern and western entrance to the garage indicating “No through traffic.
 - The lane through the garage that connects the eastern and western entrances shall have traffic calming measures.
 - The connection from the eastern to the western garage entrance shall not be linear, but rather have barriers designed to require turning movements.

A “Green Screen”, defined as a lattice structure to accommodate vines and plants, shall be incorporated into any of the garage sides that are exposed to internal courtyards.

14. Right Turn Lane on Backlick. Prior to the issuance of the first Residential Use Permit, the Applicant shall construct a right turn lane from eastbound Backlick Road to southbound Richmond Highway (US Route 1). The Zoning Administrator may administratively approve a later date for completion of this transportation improvement without requiring a Proffered Condition Amendment (PCA) upon demonstration by the Applicant that despite diligent efforts and due to factors beyond the Applicant's control, the required improvements have been delayed. It is anticipated that a project to widen Richmond Highway will be under construction at the same time as this project. If simultaneous construction is occurring on the subject site and on Richmond Highway, the applicant shall work with the Route 1 Widening Project Management Team to coordinate efforts, which may consist of construction of the turn lane by the applicant before or after construction of the Route 1 project in the vicinity, construction of the turn lane by the Route 1 project at the applicants expense, or other mutually agreeable approach. If the applicant installs the right turn lane from Backlick Road onto Richmond Highway, the Applicant shall request and diligently pursue acceptance of this right turn lane by VDOT. If the Route 1 project installs the right turn lane, the Route 1 project will request and diligently pursue acceptance of the right turn lane by VDOT. In either case, VDOT acceptance shall not be required prior to the full release of any bond or escrow that may be held for the right turn lane nor will it preclude the issuance of any Residential Use Permits.

15. Backlick Road Streetscape. The Backlick Road streetscape shall include landscaping as shown on the CDP/FDP, street furniture, trash receptacles, public art piece(s), pedestrian scaled lighting, and special pavers in the plaza area and any crosswalks along Backlick Road frontage.
16. Anderson Lane Vacation of Right-of-way. No applications, plans, plats or permits for the development of the Property subsequent to the approval of RZ 2012-MV-007 shall be approved by the Board, its agents, officials, or employees, until the Board has approved the abandonment and/or vacation of Anderson Lane (Route 8445) as shown on the CDP/FDP as part of the Property, and no action challenging the approval has been filed within thirty (30) days of such approval in a court of competent jurisdiction. In the event the Board does not approve the abandonment and/or vacation, or in the event that the Board's approval is overturned by a court of competent jurisdiction, any development of the Property shall require a PCA and the Applicant acknowledges and accepts that such amendment may result in a loss of density. The Applicant hereby waives any right to claim or assert a taking or any other cause of action that otherwise may arise out of a Board decision to deny in whole or in part the right-of-way abandonment or vacation.

CONSTRUCTION

17. Construction Access. The staging and parking of construction vehicles shall occur on the Property, including personal vehicles utilized by construction workers. The hours of construction shall be posted in English and in Spanish and

shall be limited to the hours between 7:00am and 9:00 pm Monday through Friday and 8:00am to 9:00 pm on Saturdays. No construction shall occur on Sundays or major Federal holidays. The Applicant shall provide the Mount Vernon District Supervisor's office with a point of contact for construction related issues. The Applicant shall provide an initial response to construction related issues within 24 hours of receiving notice.

18. Erosion & Sedimentation Controls. To ensure off-site properties are not impacted by silt or associated run-off, the Applicant shall design and implement siltation control mechanisms that shall include "super silt" fencing or similar procedures as determined by DPWES. The functioning and integrity of all erosion and sedimentation controls (E&S controls) required by DPWES shall be inspected by the Applicant or their designated representative no later than the next business day following each storm event during the period of construction on-site. If the E&S controls have been damaged or breached, the E&S controls shall be repaired in accordance with the requirements of the Fairfax County Public Facilities Manual as determined by DPWES.

ENVIRONMENTAL

19. Stormwater Management Facilities and Best Management Practices. Stormwater management shall be provided as generally depicted on the CDP/FDP and as approved by DPWES unless waived or modified. The stormwater management techniques may include but are not limited to the following: underground

detention facilities (if a waiver is approved), rain gardens, filtera systems, infiltration trenches, drainage swales or bay filters. Additional Low Impact Development (LID) techniques shall be utilized and shall include but not be limited to: areas of pervious pavement and/or pavers with deep stone galleries and underdrains as shown on the CDP, deep rooted trees located within tree boxes along Backlick Road and Anderson Lane, a green roof on the roof of the garage as shown on the CDP, compost amended soils within landscaped areas designated for new plantings, and reforestation of approximately 22,000 square feet in the RPA with a conservation easement placed in a portion of the RPA. All such facilities shall be located in a manner that is in substantial conformance with the CDP/FDP. If warranted by final engineering, minor modifications to the size, location and configuration of the underground detention may be made in connection with site plan approval; provided however, that such changes shall not serve to diminish the effectiveness of any required screening and landscaping. Adequate outfall shall be demonstrated in accordance with the PFM as determined by DPWES. If the options listed above are not approved by DPWES, a Proffered Condition Amendment or proffer interpretation will be required.

The requirements for maintaining non-County maintained SWM improvements shall be in a standard maintenance agreement between the County and the Applicant who is the land owner, its successor and assigns. This agreement shall be recorded in the County land records and run with the land. Should any deficiencies in the existing SWM or BMP facilities/improvements be identified by the Stormwater Management Maintenance Division during regular inspections, or

when investigating a drainage complaint, then maintenance shall be performed in accordance with the recorded maintenance agreement.

20. Landscaping. At the time of subdivision plan review, the Applicant shall submit to DPWES, a landscape plan showing landscaping consistent with the quality, quantity and general location shown on the Landscape Plan of the CDP/FDP. This plan, including demonstration that the planting widths meet the PFM minimum requirements and potential modification of the proposed landscaping, shall be subject to review and approval of Urban Forest Management Division, DPWES. At the time of planting, the minimum caliper for deciduous trees shall be two (2.0) inches to three (3) inches and the minimum height for evergreen trees shall be eight (8) feet. Actual types and species of vegetation shall be determined pursuant to more detailed landscape plans approved by Urban Forest Management at the time of site plan approval.

21. Energy Conservation. The Applicant will include, as part of the site plan submission and building plan submission, a list of specific credits within the most current version of the U.S. Green Building Council's Leadership in Energy and Environmental Design—New Construction (LEED®-NC) rating system, or other LEED rating system determined to be applicable to the building(s) by the U.S. Green Building Council (USGBC), that the Applicant anticipates attaining. A LEED-accredited professional who is also a professional engineer or licensed architect will provide certification statements at both the time of site plan review

and the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification of the project.

In addition, prior to site plan/subdivision plan approval, the Applicant will designate the Chief of the Environment and Development Review Branch of the Department of Planning and Zoning (DPZ) as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

The Applicant will post a "green building escrow", in the form of cash or a letter of credit from a financial institute acceptable to DPWES as defined in the Public Facilities Manual, in the amount of \$2.00 per gross square foot. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of certification, by the U.S. Green Building Council, under the most current version of the LEED-NC rating system or other LEED rating system determined, by the U.S. Green Building Council, to be applicable to each building. The provision to the Environment and Development Review Branch of DPZ of documentation from the U.S. Green Building Council that each building has attained LEED certification will be sufficient to satisfy this commitment. If the applicant fails to provide documentation to the Environment and Development Review Branch of DPZ demonstrating attainment of LEED

certification within one year of issuance of the last RUP/non-RUP for the building, the escrow will be released to Fairfax County and will be posted to a fund within the county budget supporting implementation of county environmental initiatives.

22. Interior Noise. In order to reduce interior noise to a level of approximately DNL 45 dBA within the highway noise impact zone of DNL 65-75 dBA, the Applicant shall employ the following acoustical treatment measures:

- Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 39.
- Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20 percent of any façade exposed to noise levels of DNL 65 dBA or above. If glazing constitutes more than 20 percent of an exposed façade, then the glazing shall have an STC rating of at least 39.
- All surfaces shall be sealed and caulked in accordance with methods approved by the American Society of Testing and Materials (ASTM) to minimize sound transmission.

In lieu of applying these measures, the Applicant may submit a revised noise study, based on final grading and engineering plans, prior to filing for a building permit to determine appropriate noise attenuation measures in order to reduce interior noise to a level of approximately DNL 45 dBA for units which are within the highway noise impact zone of DNL 65-70 dBA. Noise attenuation

measure may include but are not limited to appropriate STC ratings and construction for walls and windows. The noise study will be conducted by a qualified engineer and the noise attenuation measures shall be subject to the review and approval of the Environmental Branch of the Department of Planning and Zoning.

23. Tree # 20. The Applicant shall make best and reasonable efforts to coordinate with the adjacent property to have tree #20 as shown on the CDP/FDP removed, at no cost to the Applicant.

24. Limits of Clearing and Grading. The Applicant shall conform substantially to the limits of clearing and grading as shown on the CDP/FDP, subject to allowances specified in these proffered conditions and for the installation of utilities and/or trails as determined necessary by the Director of DPWES, as described herein. If it is determined necessary to install utilities and/or trails in areas protected by the limits of clearing and grading as shown on the CDP/FDP, they shall be located in the least disruptive manner necessary as determined by the UFMD, DPWES. A replanting plan shall be developed and implemented, subject to approval by the UFMD, DPWES, for any areas protected by the limits of clearing and grading that must be disturbed for such utilities. Any trees impacted within the limits of clearing and grading as specified above shall be replaced on the site as determined by UFMD and the Chesapeake Bay Preservation Ordinance.

25. Tree Preservation Fencing. All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fencing that meets the specifications outlined in the PFM. All tree protection fencing and tree preservation signage shall be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities, including the demolition of any existing structures. The installation of all tree protection fencing shall be performed under the supervision of a certified arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three (3) days prior to the commencement of any clearing, grading or demolition activities, but subsequent to the installation of the tree protection devices, the UFMD, DPWES, shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly, as determined by the UFMD, DPWES.

26. Endangered Species. Prior to site plan approval, the Applicant shall coordinate with the Virginia Department of Conservation and Recreation, Division of Natural Heritage (DNH) to determine if a state threatened and globally rare plant species occurs on the Property. If the species are present, the Applicant shall either avoid or minimize impact to or relocate the plants.

27. Resource Protection Area. The Resource Protection Area shall be reforested as generally shown on the CDP/FDP, as reviewed and approved by the UFMD.
28. Trees Along Richmond Highway. Any trees provided in the open space area along Richmond Highway shall be a species that enhances air quality and is resistant to reduced air quality per the PFM and as approved by UFMD.

RECREATION

29. Park Authority Contributions: The Applicant shall contribute \$457,216 to the Fairfax County Park Authority prior to site plan approval, for use at off-site recreational facilities, construction of trails, and/or improvements to athletic fields intended to serve the future residents, as determined by FCPA in consultation with the Mt. Vernon Supervisor.
30. Parks and Recreation. Pursuant to Section 6-409 of the Zoning Ordinance regarding developed recreational facilities, the Applicant shall provide the recreational facilities to serve the Application Property as shown on the CDP/FDP. At the time of site plan review, the Applicant shall demonstrate that the value of any proposed recreational amenities are equivalent to a minimum of \$1,700 per non-ADU unit. In the event it is demonstrated that the proposed facilities do not have sufficient value, the Applicant shall contribute funds in the amount needed to achieve the overall proffered amount of \$1,700 per unit to the Fairfax County Park Authority ("FCPA") for off-site recreational facilities and/or

athletic field improvements intended to serve the future residents within the Mount Vernon District.

OTHER

31. Temporary Signage. No temporary signs (including "popsicle" style paper, banner signs, or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code of Virginia shall be placed on-site or off-site by the Applicant or at the Applicant's direction to assist in the initial marketing and sale of homes on the subject Property. Furthermore, the Applicant shall direct its agents and employees involved in marketing and/or sale of residential units on the subject Property to adhere to this proffer. The lessor of the retail space(s) shall include within any retail lease the requirement that the lessor or the management company approve any sign application prior to its submission to the County for approval. Further, the lease shall also include the provision that a copy of all approved sign permits shall be provided to the management company and if any sign is not approved by the County but erected, the management company has the right to remove it.

32. School Contribution. A contribution of \$553,302 (59 students X \$9,378) shall be made to the Board of Supervisors for transfer to Fairfax County Public Schools (FCPS) and designated for capital improvements, including athletic field improvements, directed to the Mount Vernon High School Pyramid. The

contribution shall be made at the time of, or prior to, site plan approval. Following approval of this Application and prior to the Applicant's payment of the amount set forth in this Proffer, if Fairfax County should increase the ratio of students per high-rise multifamily unit or the amount of the contribution per student, the Applicant shall increase the amount of the contribution for that phase of development to reflect the then-current contribution. In addition, notification shall be given to FCPS when construction is anticipated to commence to assist FCPS by allowing for the timely projection of future students as a part of the Capital Improvement Program.

33. Affordable Dwelling Units ("ADUs"). The Applicant shall provide ADUs on the Property equal to 5.0% of all dwelling units to be constructed on the Property. The ADUs shall be administered in accordance with Part 8 of Article 2 of the Zoning Ordinance (the "ADU Ordinance") or as modified by the ADUAB (Affordable Dwelling Unit Advisory Board). The ADU's shall be provided and administered as rental units consistent with market rate units in the same building in accordance with the requirements of the ADU Ordinance or as modified by the ADUAB. This proffer shall not preclude, to the extent permitted by law, consideration by the ADUAB of alternative providers, owners or operators of the required ADU units such as New Hope Housing, Inc., or alternatives to the location and distribution of such units within the building.

Workforce Dwelling Units ("WDUs"). In addition to the number of ADUs

provided, the Applicant shall provide housing units on the Property that will be leased to future residents who have a household income that is no more than 100% of the Area Median Income ("AMI") for the currently defined Washington, D.C. Metropolitan Statistical Area as determined by the U.S. Department of Housing and Urban Development and no more than 120% of the AMI if for sale. If leased, the WDUs shall be equally distributed among two income tiers, with 50% for future residents who have a household income that is no more than 80% of the AMI and 50% for future residents who have a household income that is no more than 100% of the AMI. If for sale, the WDUs shall be equally distributed among three income tiers, with 1/3 for future residents who have a household income that is no more than 80% of the AMI, 1/3 for future residents who have a household income that is no more than 100% of the AMI, and 1/3 for future residents who have a household income that is no more than 120% of the AMI.

The number of WDUs/ADUs to be provided on the Property shall be equal to 12% of all dwelling units to be constructed on the Property. The WDUs shall be administered as set forth in the Board of Supervisors Workforce Dwelling Unit Administrative Guidelines adopted October 15, 2007, as amended. All WDU units shall be proportionally distributed in the building to avoid concentration on the west side of Anderson Lane .

34. Phase 1 Archaeological. At least 30 days prior to any land disturbing activities on the Property, Applicant shall conduct a Phase I archaeological study on the

Property and provide the results of such study to the Cultural Resources Management and Protection Section of the Fairfax County Park Authority (CRMP) for review and approval. If CRMP has not responded in writing within sixty (60) days of submission, the Phase I archaeological study shall be deemed approved. The study shall be conducted by a qualified archaeological professional. No land disturbance activities shall be conducted until this study is submitted to and approved by CRMP through action or default. If the Phase I study concludes that an additional Phase II study of the Property is warranted, the Applicant shall complete said study and provide the results to (CRMP); however, submission of the Phase II study to (CRMP) shall not be a pre-condition of Subdivision Plan approval or recordation of the same. If required, the Phase II study shall be approved prior to any land disturbing activity. If the Phase II study concludes that additional Phase III evaluation and/or recovery is warranted, the Applicant shall also complete said work in consultation and coordination with (CRMP); however, any such Phase III work shall not be a pre-condition of Subdivision Plan approval or recordation of the same. If required, the Phase III study shall be approved prior to any land disturbing activity.

35. Historical Marker. The Applicant shall provide an historical marker, if such is approved by the Fairfax County History Commission on the subject property. Note that the marker may be located on the Residual Property as described in Proffer 37. The Applicant shall work with the History Commission and the Mount Vernon Supervisor's office on the type, style and location of the historical

marker. If the History Commission finds there is no basis for a historical marker, the Applicant shall contribute \$1,960 to the Fairfax County Board of Supervisors, at the time of site plan approval, for a marker elsewhere in the Village of Accotink.

36. Acquisition of Adjacent Residual Property. The Applicant shall diligently pursue the acquisition of certain residual portions of land situated between the property boundary and the future anticipated right-of-way of an expanded Richmond Highway for landscaping and parking lot purposes as reflected on the CDP/FDP. Specifically, the Applicant shall accomplish the following:

- Prior to site plan approval, the Applicant shall conduct an appraisal of the portions of Tax Map 109-1 ((1)) 10, 11, 12 that are situated between the subject property and the anticipated future edge of right-of-way of the widened Richmond Highway. The size and configuration of the property to be appraised shall be based on the most current right-of-way plans and approved by the Virginia Department of Transportation and/or the Fairfax County Department of Transportation (DOT). Any such appraisal shall be performed by an independent 3rd party appraiser certified as a Member of the Appraisal Institute (MAI).
- The appraised value of the Residual Property shall be placed in escrow prior to site plan approval. These escrow funds shall be released back to the Applicant to facilitate the purchase of the Residual Property as generally outlined below.

- Within sixty (60) days following the release of the Residual Property by VDOT, the Applicant shall make a written offer to purchase the Residual Property at fair market value, and diligently pursue the same. Such written offer shall again be based on a recent appraisal of the Residual Property performed by an appraiser certified as a Member of the Appraisal Institute (MAI). For the purpose of this proffer, the required diligent pursuit of the acquisition of the Residual Property shall include an obligation to potentially increase the proposed purchase price to amount equal to as much as 20% above that established by the MAI Appraisal referenced herein. Should the Applicant offer to purchase the Residual Property be declined, the Applicant shall be further obligated to diligently pursue a lease of license at rates and terms reflecting fair market value based on the MAI appraisal, to obtain control of the Residual Property. Notwithstanding this diligent pursuit of the required acquisition, if the Applicant is unable to acquire, or otherwise gain control of, the Residual Property, those funds held in escrow shall be released to the County for transportation and/or pedestrian amenities generally proximate to the subject property.

37. Development of Residual Portions of Tax Map 109-1((1))10,11 12. At the time of site plan approval, the Applicant shall escrow funds that reflect the cost necessary to develop the landscaping and parking elements and possibly an historical marker generally shown on the CDP/FDP for the Residual Property.

The amount of this escrow shall be based on the Fairfax County Unit Price Schedule or similar objective standard as approved by DPWES. In the event the acquisition of the Residual Property contemplated by Proffer 35 above is accomplished, these escrowed funds shall be released to the Applicant for construction of the contemplated improvements. If the acquisition of the Residual Property is not accomplished and the Residual Property remains owned by VDOT, the Applicant shall pursue the construction of these improvements through an agreement with VDOT and the escrowed funds shall be released to the Applicant. The Applicant shall also assume maintenance responsibility for all improvements constructed on the Residual Property pursuant to this Proffer, subject to approval of such maintenance responsibility by VDOT. The improvements on the Residual Property may be provided generally as shown on the CDP/FDP without approval of a Proffered Condition Amendment application provided the improvements are in conformance with the provisions of the zoning districts in which the properties are located.

38. Disclosure. Prior to entering into a contract for lease, it shall be disclosed to all prospective renters of first floor residential units that the first floor parking spaces shall not be controlled by secured access.

39. Eleanor U. Kennedy Shelter. In order to effectuate improvements at the Eleanor U. Kennedy Shelter on Richmond Highway, prior to the issuance of the first residential use permit on the property, the Applicant shall contribute a sum of

\$37,500 to New Hope Housing, Inc.


40. Escalation in Contribution Amounts. All proffers specifying contribution amounts or budgets for operational expenses shall escalate on a yearly basis from the base year of 2013 and change effective each January 1 thereafter, based on changes in the Consumer Price Index for all urban consumers (not seasonally adjusted) ("CPI-U"), both as permitted by Virginia State Code Section 15.2-2303.3.
41. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and their successors and assigns. Each reference to "Applicant" in this proffer statement shall include within its meaning and shall be binding upon Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.
42. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together shall constitute but one and the same instrument.

SIGNATURES TO FOLLOW ON NEXT PAGES

Raymond T. Hicks

Owner of:

Tax Map Number 109-1((1))5

Signature: 

Name: Raymond T Hicks

Title: Owner

Melvin L. Goss

Co-owner of:

Tax Map Number 109-1((1))6

Signature: Melvin L. Goss

Name: Melvin L. Goss

Title: Co-owner

Dixie C. Goss

Co-owner of:

Tax Map Number 109-1((1))6

Signature: Dixie C. Goss
Name: Dixie C. Goss
Title: Co-owner

Eastwood Properties, Inc.

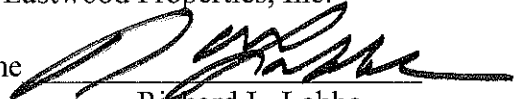
A Virginia Corporation

Owner of:

Tax Map Number 109-1((1))7

By: Eastwood Properties, Inc.

Name

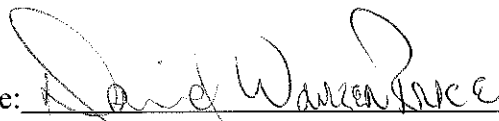

Richard L. Labbe

Title: President/Secretary/ Treasurer

David Warren Price

Co-owner of:

Tax Map Number 109-1((1))8

Signature: 
Name: David Warren Price
Title: Co-owner of 109-1((1))8 and Co-Executor of the
Estate of Calvin W. Price

Karon Camp

Co-owner of:

Tax Map Number 109-1((1))8

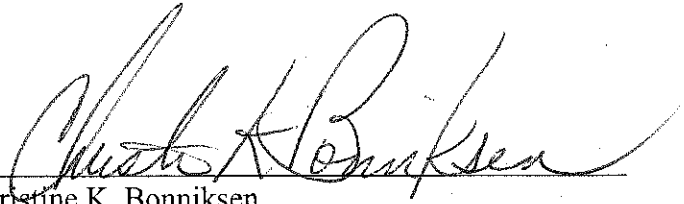
Signature: Karon Camp
Name: Karon Camp
Title: Co-owner of 109-1((1))8 and Co-Executor of the
Estate of Calvin W. Price

Christine K. Bonnicksen

Owner of:

Tax Map Number 109-1((1))9

Signature:

A handwritten signature in cursive script, appearing to read "Christine K. Bonnicksen", written over a horizontal line.

Name: Christine K. Bonnicksen

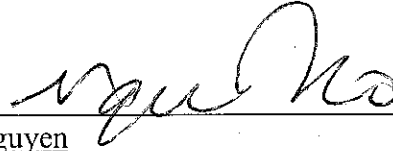
Title: Owner

Tho Thi Nguyen

Co-owner of:

Tax Map Number 109-1((1))13

Signature: _____



Name: Tho Thi Nguyen

Title: Co-owner

12-13-12

Anh Minh Tran

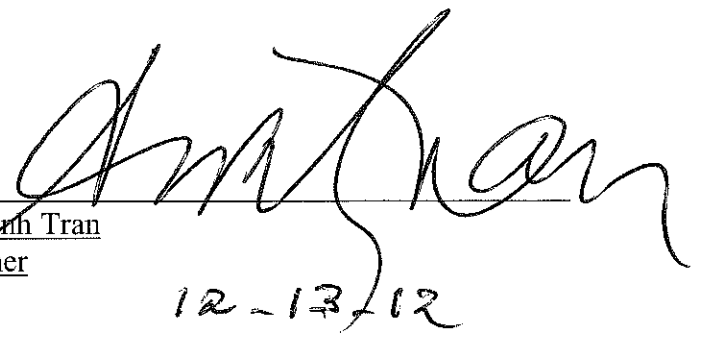
Co-owner of:

Tax Map Number 109-1((1))13

Signature: _____

Name: Anh Minh Tran

Title: Co-owner

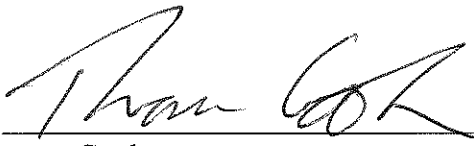


12-13-12

Thomas Cook

Co-owner of:

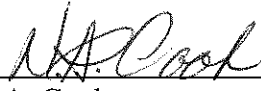
Tax Map Number 109-1((1))14

Signature:  _____
Name: Thomas Cook
Title: Co-owner

Natalie A. Cook

Co-owner of:

Tax Map Number 109-1((1))13

Signature: 
Name: Natalie A. Cook
Title: Co-owner

BAINBRIDGE COMMUNITIES ACQUISITION, III LLC

RZ 2012-MV-0007

PROFFERS

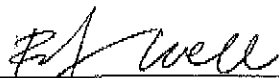
Signature page

Edward J. Wall, Jr.

Owner of:

Tax Map Number 109-1((1))15

Signature:



Edward J. Wall, Jr.
Title: Owner

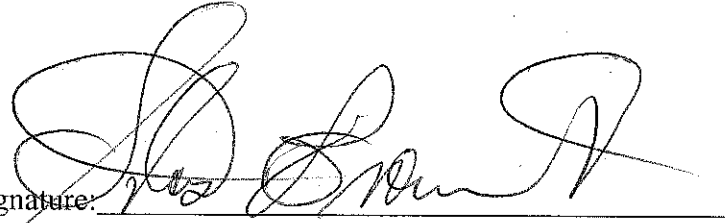
Date:

December 17, 2012

Silas Brown

Owner of:

Tax Map Number 109-1((1))16

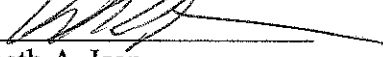
Signature: 

Name: Silas Brown

Title: Owner

Canterbury Associates LP,
A Virginia Limited Partnership
Owner of:
Tax Map Number 109-1((1))2

By: KAI Canterbury, Inc., its
General Partner

By: 
Name: Kenneth A. Isen
Title: Sole Director and President

Bainbridge Communities Acquisition III, LLC,
A Florida Limited Liability Company

BY: Bainbridge Holdings I, LLC, its sole equity member

BY: 

Name: Thomas J. Keady

Title: Vice President

**BOARD OF SUPERVISORS OF
FAIRFAX COUNTY, VIRGINIA**
Title Owner of Anderson Lane
Right-of-way

By:

Name:

Title:
